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Attorneys for Defendant
W2007 WKH HOLDINGS, LLC
F/K/A W2007 WAIKIKI HOLDINGS, LLC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII

In re

AZABU BUILDING COMPANY,
LTD., a.k.a. AZABU TATEMONO,
K.K.,

Debtor.

AZABU LIQUIDATING TRUST,
Plaintiff,

v.

HYATT CORPORATION, a Delaware
corporation; and W2007 WKH
HOLDINGS, LLC f/k/a W2007
WAIKIKI HOLDINGS, LLC, A
Delaware limited liability company,

Defendants.

W2007 WKH HOLDINGS, LLC f/k/a
W2007 WAIKIKI HOLDINGS, LLC,
Counter-Claimant

v.

AZABU LIQUIDATING TRUST,
Counter-Defendant

Bankruptcy Case No. 05-50011

(Chapter 11)

Adv. Pro. No. 10-90087

**STIPULATION OF DISMISSAL OF
ADVERSARY PROCEEDING**

**STIPULATION OF DISMISSAL OF ADVERSARY PROCEEDING;
ORDER THEREON**

Plaintiff the Azabu Liquidating Trust (the “Trust”), by and through its duly authorized and acting liquidating trustee, and defendants Hyatt Corporation (“Hyatt”) and W2007 WKH Holdings, LLC (“WKH Holdings” and, together with Hyatt and the Trust, the “Parties”) hereby stipulate and agree as follows:

RECITALS

- A. On June 4, 2010, the Trust commenced the above-captioned adversary proceeding (the “Adversary Proceeding”) by filing a complaint asserting claims against Hyatt and WKH Holdings (the “Complaint”).
- B. On August 6, 2010, WKH Holdings filed counterclaims (the “Counterclaims”) against the Trust, together with a timely answer to the Complaint. Hyatt also filed a timely answer to the Complaint.
- C. On September 14, 2010, the Parties executed that certain “Settlement Agreement” (the “Settlement Agreement”) which, among other things, resolves the claims asserted in the Complaint and Counterclaims and requires the dismissal of this Adversary Proceeding (including both the Complaint and Counterclaims), with prejudice, upon the occurrence of certain conditions precedent.

D. Pursuant to the Settlement Agreement, the conditions precedent to the dismissal, with prejudice, of this Adversary Proceeding have occurred.

In light of the foregoing and subject to the approval of this Court, the parties hereby **STIPULATE AND AGREE** as follows:

1. The Adversary Proceeding is dismissed with prejudice, with each party to bear its own costs and attorneys' fees, pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, made applicable herein by Rule 7041 of the Federal Rules of Bankruptcy Procedure.

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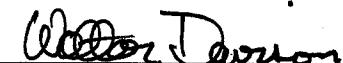
STIPULATED AND AGREED TO by the undersigned parties this 24th day of September, 2010.

Dated: Honolulu, Hawaii,
September 24, 2010


/s/

JEFFREY C. KRAUSE, and
H. ALEXANDER FISCH
Stutman, Treister & Glatt
Professional Corporation
Counsel to Plaintiff the Azabu Liquidating
Trust

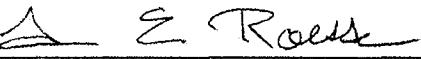
Dated: Honolulu, Hawaii,
September 24, 2010


/s/

Neal R. Marder,
ROLF S. WOOLNER, and
DAVID L. WILSON III
Winston & Strawn LLP
Counsel to Defendant and
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LLC
and

WALTER C. DAVISON, and
JESSICA M. MICKELSEN
Goodsill Anderson Quinn & Stifel LLP
Counsel to Defendant and
Counterclaimant W2007 WKH Holdings,
LLC

Dated: Honolulu, Hawaii,
September 24, 2010

/s/ 

TOM E. ROESSER, and
MICHAEL M. PURPURA
Carlsmith Ball LLP
Counsel to Defendant Hyatt Corporation

IT IS HEREBY ORDERED effective as of September __, 2010.

DATED: _____

HONORABLE ROBERT J. FARIS
UNITED STATES BANKRUPTCY JUDGE